

WMS INDUSTRIES INC /DE/
Form SC 13D/A
December 02, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

(Amendment No.34)

Under the Securities Exchange Act of 1934

WMS INDUSTRIES INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

969-901-107
(CUSIP Number)

Sumner M. Redstone
200 Elm Street
Dedham, Massachusetts 02026
Telephone: (781) 461-1600
(Name, Address and Telephone Number of
Person Authorized to Receive Notices and Communications)

November 25, 2003
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule
13G to report the acquisition which is the subject of this
Schedule 13D, and is filing this schedule because of Rule 13d-
1(b) (3) or (4), check the following box / /.

Check the following box if a fee is being paid with this
statement / /.

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CUSIP No. 969-901-107

Schedule 13D/A

(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

SUMNER M. REDSTONE

(2) Check the Appropriate Box if a Member of Group (See Instructions)

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions)

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).

(6) Citizenship or Place of Organization United States

Number of Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	0*
	(8) Shared Voting Power	0*
	(9) Sole Dispositive Power	5,323,300***
	(10) Shared Dispositive Power	3,483,900**

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
8,807,200**

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)
29.96 percent

(14) Type of Reporting Person (See Instructions)
IN

*Voting power subject to Voting Proxy Agreement described in Item 6 of Amendment No. 19 to this Statement.

**Includes shares owned by National Amusements, Inc.

*** Does not include 7,900 shares owned by Mr. Sumner Redstone's wife, Mrs. Paula Redstone, over which she has sole dispositive and voting power.

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CUSIP No. 969-901-107

Schedule 13D/A

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(1) Name of Reporting Person
    S.S. or I.R.S. Identification No. of Above Person

        NATIONAL AMUSEMENTS, INC.
-----
        I.R.S No.  04-2261332
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(2) Check the Appropriate Box if a Member of Group (See
    Instructions)
/ / (a)
-----
/ / (b)
-----
(3) SEC Use Only
-----
(4) Sources of Funds (See Instructions)                N/A
-----
(5) Check if Disclosure of Legal Proceedings is Required
    Pursuant to Items 2(d) or 2(e).
-----
(6) Citizenship or Place of Organization                Maryland
-----
Number of      (7) Sole Voting Power                0*
  Shares
Beneficially  (8) Shared Voting Power                0*
Owned by
  Each        (9) Sole Dispositive Power                0
Reporting
Person With   (10) Shared Dispositive Power            3,483,900
-----
(11) Aggregate Amount Beneficially Owned by Each Reporting Person
        3,483,900
-----
(12) Check if the Aggregate Amount in Row (11) Excludes Certain
    Shares (See Instructions)
-----
(13) Percent of Class Represented by Amount in Row (11) 11.85
                                                percent
-----
(14) Type of Reporting Person (See Instructions)        CO
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*Voting power subject to Voting Proxy Agreement, described in Item 6 of Amendment No. 19 to this Statement.

Item 1. Security and Issuer.

This Amendment No. 34 amends the Statement on Schedule

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13D previously filed with the SEC by Mr. Sumner M. Redstone and National Amusements, Inc. ("NAI") with respect to the voting common stock, \$.50 par value per share (the "Common Shares"), of WMS Industries Inc. (the "Issuer") as follows:

Item 3. Source and Amount of Funds or Other Consideration.

The purchases of Common Shares by Mr. Sumner M. Redstone have been made by using his personal funds as well as through margin and cash accounts at Bear Stearns.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended as follows:

- (a) NAI is currently the beneficial owner, with shared dispositive and no voting power, of 3,483,900 Common Shares, or approximately 11.85%, of the issued and outstanding Common Shares of the Issuer (based on the number of Common Shares that were reported to be issued and outstanding as of November 7, 2003).
- (b) Mr. Sumner M. Redstone is currently the beneficial owner, with sole dispositive and no voting power, of 5,323,300 Common Shares, or approximately 18.11%, of the issued and outstanding Common Shares of the Issuer (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of November 7, 2003). As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner of an additional 3,483,900 Common Shares of the issued and outstanding Common Shares of the Issuer, for a total of 8,807,200 Common Shares, or approximately 29.96% of the issued and outstanding Common Shares of the Issuer (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of November 7, 2003).

The lack of voting power described in paragraphs (a) and (b) of this Item 5 is pursuant to the Voting Proxy Agreement, described in Item 6 of Amendment No. 19 of this Statement.

- (c) Transactions effected since the filing of the Statement on Schedule 13 D Amendment Number 33 filed with the SEC on November 18, 2003:
All transactions were executed by Bear Stearns, New York, N.Y.

DATE	NO. SHARES	PRICE
11/18/2003	600	24.19
11/18/2003	3,000	24.20
11/18/2003	500	24.23
11/18/2003	500	24.27
11/18/2003	500	24.32
11/18/2003	100	24.35

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11/18/2003	1,900	24.36
11/18/2003	600	24.37
11/18/2003	5,500	24.41
11/18/2003	1,000	24.42
11/18/2003	6,700	24.43
11/18/2003	1,200	24.44
11/18/2003	200	24.46
11/18/2003	500	24.47
11/18/2003	600	24.50
11/18/2003	600	24.51
11/18/2003	200	24.52
11/18/2003	100	24.53
11/18/2003	400	24.55
11/18/2003	700	24.57
11/18/2003	100	24.59
11/18/2003	1,100	24.60
11/18/2003	300	24.62
11/18/2003	200	24.63
11/18/2003	2,100	24.64
11/18/2003	1,600	24.65
11/18/2003	700	24.66
11/18/2003	600	24.67
11/18/2003	700	24.68
11/18/2003	500	24.69
11/18/2003	1,100	24.71
11/18/2003	500	24.72
11/18/2003	3,400	24.75
11/18/2003	700	24.76
11/18/2003	500	24.77
11/19/2003	400	24.42
11/19/2003	500	24.48
11/19/2003	700	24.49
11/19/2003	800	24.50
11/19/2003	500	24.51
11/19/2003	400	24.54
11/19/2003	500	24.61
11/19/2003	500	24.64
11/19/2003	100	24.65
11/19/2003	400	24.66
11/19/2003	800	24.70
11/19/2003	4,600	24.75
11/19/2003	300	24.76
11/19/2003	400	24.77
11/19/2003	1,200	24.78
11/19/2003	2,200	24.80
11/19/2003	500	24.81
11/19/2003	500	24.82
11/19/2003	1,500	24.83
11/19/2003	3,400	24.88
11/19/2003	700	24.93
11/19/2003	300	24.94
DATE	NO. SHARES	PRICE
11/19/2003	600	24.98
11/19/2003	7,600	25.00
11/19/2003	1,600	25.01
11/19/2003	500	25.03
11/19/2003	300	25.04
11/19/2003	5,000	25.05
11/20/2003	200	24.71
11/20/2003	800	24.72
11/20/2003	1,300	24.75

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11/20/2003	600	24.76
11/20/2003	500	24.77
11/20/2003	1,100	24.79
11/20/2003	5,000	24.80
11/20/2003	10,900	24.82
11/20/2003	200	24.83
11/20/2003	2,300	24.84
11/20/2003	800	24.85
11/20/2003	1,700	24.86
11/20/2003	2,300	24.87
11/20/2003	1,700	24.88
11/20/2003	1,500	24.89
11/20/2003	700	24.90
11/20/2003	300	24.91
11/20/2003	600	24.92
11/20/2003	1,000	24.93
11/20/2003	2,800	24.94
11/20/2003	1,300	24.95
11/20/2003	1,400	24.96
11/20/2003	5,000	24.97
11/20/2003	400	24.98
11/20/2003	600	24.99
11/20/2003	600	25.00
11/20/2003	6,000	25.05
11/20/2003	500	25.06
11/20/2003	100	25.14
11/20/2003	2,600	25.15
11/20/2003	300	25.16
11/21/2003	300	25.39
11/21/2003	300	25.40
11/21/2003	4,400	25.55
11/21/2003	400	25.68
11/21/2003	500	25.75
11/21/2003	2,300	25.81
11/21/2003	1,000	25.84
11/21/2003	1,000	25.86
11/21/2003	12,700	25.88
11/21/2003	500	25.89
11/21/2003	10,000	25.92
11/21/2003	7,500	25.95
11/21/2003	500	25.96
11/21/2003	700	25.97
11/21/2003	1,000	25.98
11/21/2003	2,400	25.99
11/21/2003	600	26.00
11/21/2003	100	26.04
11/21/2003	400	26.05
11/21/2003	700	26.08
DATE	NO. SHARES	PRICE
11/21/2003	1,300	26.09
11/21/2003	3,100	26.10
11/21/2003	1,500	26.11
11/21/2003	2,300	26.15
11/21/2003	1,000	26.18
11/21/2003	2,700	26.19
11/21/2003	2,000	26.20
11/21/2003	500	26.22
11/21/2003	2,600	26.23
11/21/2003	500	26.26
11/21/2003	400	26.32
11/21/2003	100	26.34

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11/21/2003	600	26.35
11/21/2003	6,300	26.37
11/21/2003	500	26.38
11/21/2003	500	26.39
11/21/2003	500	26.40
11/21/2003	200	26.41
11/21/2003	1,200	26.42
11/21/2003	1,600	26.43
11/21/2003	600	26.44
11/21/2003	1,000	26.46
11/21/2003	1,100	26.48
11/21/2003	2,300	26.49
11/21/2003	500	26.55
11/21/2003	500	26.58
11/21/2003	500	26.59
11/21/2003	3,000	26.60
11/21/2003	900	26.61
11/21/2003	800	26.62
11/21/2003	200	26.70
11/21/2003	300	26.71
11/24/2003	500	26.36
11/24/2003	10,000	26.39
11/24/2003	500	26.40
11/24/2003	600	26.41
11/24/2003	400	26.42
11/24/2003	1,200	26.44
11/24/2003	500	26.46
11/24/2003	200	26.47
11/24/2003	1,500	26.48
11/24/2003	2,800	26.49
11/24/2003	3,500	26.50
11/24/2003	500	26.51
11/24/2003	500	26.52
11/24/2003	700	26.56
11/24/2003	500	26.57
11/24/2003	300	26.59
11/24/2003	3,100	26.60
11/24/2003	2,200	26.63
11/24/2003	700	26.66
11/24/2003	300	26.67
11/24/2003	500	26.69
11/24/2003	3,800	26.70
11/24/2003	500	26.72
11/24/2003	500	26.73
11/24/2003	700	26.74

DATE	NO. SHARES	PRICE
11/24/2003	800	26.75
11/24/2003	500	26.78
11/24/2003	500	26.79
11/24/2003	500	26.80
11/24/2003	2,300	26.81
11/24/2003	1,100	26.82
11/24/2003	500	26.84
11/24/2003	2,000	26.85
11/24/2003	500	26.86
11/25/2003	100	26.74
11/25/2003	1,100	26.75
11/25/2003	7,700	26.78
11/25/2003	5,100	26.79
11/25/2003	35,600	26.80
11/25/2003	200	26.81

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11/25/2003	4,600	26.82
11/25/2003	13,500	26.83
11/25/2003	3,000	26.84
11/25/2003	21,600	26.85
11/25/2003	6,000	26.86
11/25/2003	5,900	26.87
11/25/2003	11,200	26.88
11/25/2003	6,400	26.89
11/25/2003	28,400	26.90
11/25/2003	3,200	26.91
11/25/2003	2,500	26.92
11/25/2003	10,100	26.93
11/25/2003	2,400	26.94
11/25/2003	5,700	26.95
11/25/2003	29,700	26.98
11/25/2003	3,000	26.99
11/25/2003	25,300	27.00
11/25/2003	300	27.03
11/25/2003	900	27.04
11/25/2003	200	27.05
11/25/2003	700	27.06
11/25/2003	3,300	27.07
11/25/2003	1,600	27.08
11/25/2003	300	27.09
11/25/2003	1,600	27.10
11/25/2003	400	27.11
11/25/2003	7,100	27.12
11/25/2003	400	27.13
11/25/2003	7,300	27.14
11/25/2003	500	27.15
11/26/2003	300	26.68
11/26/2003	500	26.73
11/26/2003	700	26.82
11/26/2003	900	26.84
11/26/2003	1,100	26.86
11/26/2003	1,400	26.87
11/26/2003	1,800	26.88
11/26/2003	2,500	26.89
11/26/2003	500	26.90
11/26/2003	1,000	26.91
11/26/2003	1,000	26.93

DATE	NO. SHARES	PRICE
11/26/2003	1,300	26.94
11/26/2003	100	26.95
11/26/2003	1,000	26.96
11/26/2003	1,000	26.97
11/26/2003	1,900	27.05
11/26/2003	500	27.06
11/26/2003	400	27.09
11/26/2003	500	27.12
11/26/2003	500	28.16
11/26/2003	4,100	27.20
11/26/2003	500	27.21
11/26/2003	2,000	27.24
11/28/2003	200	26.87
11/28/2003	500	26.88
11/28/2003	1,300	26.89
11/28/2003	500	26.96
11/28/2003	500	26.97
11/28/2003	1,000	26.98
11/28/2003	2,500	27.00

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11/28/2003	1,100	27.04
11/28/2003	500	27.10
11/28/2003	500	27.17
11/28/2003	500	27.20
11/28/2003	500	27.22
12/01/2003	1,000	27.20

Item 7. Material to Be Filed as Exhibits

A joint filing agreement between Mr. Sumner M. Redstone and National Amusements, Inc. is attached hereto as Exhibit 1.

Signatures

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. Pursuant to Rule 13d-1(k)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

December 2, 2003

/s/ Sumner M. Redstone

Sumner M. Redstone,
Individually

National Amusements, Inc.

By: /s/ Sumner M. Redstone

Name: Sumner M. Redstone,
Title: Chairman and Chief
Executive Officer

Exhibit 1

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13D, dated November 21, 1985 (the "Schedule 13D"), with respect to the common stock, \$.50 par value per share (the "Common Shares"), of WMS Industries Inc. (the "Issuer") is, and any amendments executed by us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an exhibit to the Schedule 13D and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 30th day of July, 2002.

NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Chairman and
Chief Executive Officer

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Individually